

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

OneWeb Ltd

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

9 8 - 1 3 8 8 6 6 1

4. Debtor's address

Principal place of business

West Works Building

195 Wood Lane

Number Street

London, W12 7FQ

City State ZIP Code

United Kingdom

Country

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

<https://www.oneweb.world>

Debtor OneWeb Ltd
Name

Case number (if known)

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 7 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor OneWeb Ltd Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See Rider 1 Relationship Affiliate
District Southern District of New York When Date Hereof
MM / DD / YYYY
Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☐ Funds will be available for distribution to unsecured creditors.

☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors
(on a consolidated basis)

☐ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☒ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Debtor OneWeb Ltd Case number (if known) _____
Name

15. Estimated assets

(on a consolidated basis,
based on net book value
as of 01/31/2020)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

(on a consolidated basis,
based on net book value
as of 01/31/2020)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/27/2020
MM / DD / YYYY

X

/s/ Steven Fay

Signature of authorized representative of debtor

Title Authorized Signatory

Steven Fay

Printed name

18. Signature of attorney

X

/s/ Dennis F. Dunne

Signature of attorney for debtor

Date

03/27/2020

MM / DD / YYYY



Printed name

Milbank LLP

Firm name

55 Hudson Yards

Number Street

New York

City

212-530-5000

Contact phone

2414373

Bar number

NY

State

10001

ZIP Code

ddunne@milbank.com

Email address

New York

State

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously herewith, the Debtors are filing a motion requesting the joint administration of these chapter 11 cases for procedural purposes only under the case number assigned to OneWeb Global Limited.

Company
1021823 B.C. LTD
Network Access Associates Limited
OneWeb ApS
OneWeb Chile SpA
OneWeb Communications Limited
OneWeb G.K.
OneWeb Global Limited
OneWeb Holdings LLC
OneWeb Limited
OneWeb Ltd
OneWeb Network Access Holdings Limited
OneWeb Norway AS
WorldVu Australia Pty Ltd.
WorldVu Development LLC
WorldVu JV Holdings LLC
WorldVu Mexico, S. DE R. L. DE C.V.
WorldVu Satellites Limited
WorldVu South Africa (Pty) Ltd.
WorldVu Unipessoal Lda

Debtor name OneWeb Global Limited, et al.**UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK**

Case No. (If known) _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Reported on a Consolidated Basis)¹**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff ²	Unsecured claim
1 Arianespace Boulevard de l'Europe Evry-Courcouronnes, 91006 France	Arianespace Attn: Michel Doubovick Tel: +330160876000 Email: m.doubovick@arianespace.com	AP Trade				\$238,137,447.58
2 Qualcomm Technologies Inc File No. 748382 Los Angeles, CA 90074-8382	Qualcomm Technologies Inc Attn: Mario Scipione Tel: 858-651-0529 Email: mscipion@qti.qualcomm.com	AP Trade				\$8,000,000.00
3 Deloitte Touche Tohmatsu Ltd P.O. Box 844736 Dallas, TX 75284-4736	Deloitte Touche Tohmatsu Ltd Attn: Leah Albeck Tel: 212-436-5980 Email: lealbeck@deloitte.com	Professional				\$6,861,336.01
4 Hughes Network Systems, LLC P.O. Box 64136 Baltimore, MD 21264	Hughes Network Systems, LLC Attn: Hope Swartz Tel: 301-212-1011 Email: Hope.swartz@hughes.com	AP Trade				\$5,352,750.51
5 Deutsche Bank 1 Wall St New York, NY 10005	Deutsche Bank Attn: Vaibhav Lohiya Tel: SynOps: 201-593-6919 Email: vaibhav.lohiya@db.com	AP Trade	Disputed			\$5,200,734.82

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect the Debtors' right to challenge the amount or characterization of any claim at a later date.

² The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

Debtor name OneWeb Global Limited, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Wipro Ltd 2 Tower Center Blvd, Ste 2200 East Brunswick, NJ 08816	Wipro Ltd Attn: Venkata Thallapalli Email: venkata.thallapalli@wipro.com	AP Trade				\$2,470,647.25
7 Willis Towers Watson PLC New York, NY 10249-4557	Willis Towers Watson PLC Attn: Mark Quinn Tel: 301-581-4264 Email: mark.quinn@WillisTowersWatson.com	Insurance	Contingent			\$1,899,895.09
8 Viasat 6155 El Camino Real Los Angeles, CA 92009	Viasat Attn: Andy Anderson Tel: 678-924-2753 Email: andy.anderson@viasat.com	AP Trade				\$1,225,000.00
9 Nokia Corp 25 Martin Linges vei Fornebu Bærum, 1364 Norway	Nokia Corp Attn: Earl Clark Tel: +35871400400 Email: earl.clark@nokia.com	AP Trade				\$988,051.09
10 Redapt, Inc 14051 NE 200th St Woodinville, WA 98072	Redapt, Inc Attn: Bert Forderer Tel: 425-605-7151 Email: bertf@redapt.com	AP Trade				\$662,275.85
11 Rockwell Collins Inc 400 Collins Rd Cedar Rapids, IA 52498	Rockwell Collins Inc Attn: Jennelle Silkert Tel: 319-295-1000 Email: jennelle.silkert@collins.com	AP Trade				\$596,775.73

Debtor name OneWeb Global Limited, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12 Mcdermott Will & Emery LLP 340 Madison Ave New York, NY 10173-1922	Mcdermott Will & Emery LLP Tel: 212-547-5535 Email: eherrera@mwe.com	Professional				\$546,786.00
13 USSI Global 9145 Ellis Rd Melbourne, FL 32904	USSI Global Attn: Dave Christiano Tel: 321-723-5395 Email: dave.christiano@ussiglobal.com	AP Trade				\$501,477.09
14 RUAG Accounting, Stachegasse 16 1120 Vienna Austria	RUAG Attn: Andreas Derntl Tel: +43-1-801 99-0 Email: Andreas.derntl@ruag.com	AP Trade	Disputed			\$328,152.00
15 NTT Communications Corp 2-3-1 Oteamchi Chiyoda-Ku Tokyo Japan	NTT Communications Corp Attn: Hiromu Inoue Email: hiromu.inoue@ntt.com	AP Trade				\$195,502.11
16 Capgemini America, Inc 012663 Collection Center Dr Chicago, IL 60693	Capgemini America, Inc Attn: Arun Santhanam Email: arun.santhanam@capgemini.com	AP Trade				\$175,514.62
17 Salesforcecom Inc P.O. Box 203141 Dallas, TX 75320-3141	Salesforcecom Inc Tel: 415-901-8457 Email: billing@salesforce.com	AP Trade				\$145,544.47
18 Shearman & Sterling LLP 401 9th St NW, Ste 800 Washington, DC 20004	Shearman & Sterling LLP Attn: Jay Singer Tel: 212-848-4000 Email: jay.singer@shearman.com	Professional				\$129,444.75

Debtor name **OneWeb Global Limited, et al.**

Case No. (If known)

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19 Finding X 4-6 High St Dukes House, Ste 6 Windsor Berkshire, SL4 1LD United Kingdom	Finding X Attn: Chris Finch Tel: +44 (0) 7901526119 Email: chris.finch@findingx.com	Professional				\$125,652.14
20 Kongsberg Satellite Services 38 Prestvannveien Tromsø, N-9291 Norway	Kongsberg Satellite Services Attn: Anders Saetermo Tel: +77600250 Email: anders.saetermo@ksat.no	AP Trade				\$117,000.00
21 Mosaic Island 25 Moorgate London, EC2R 6AY United kingdom	Mosaic Island Attn: Tony Walsh Email: tony.walsh@mosaicisland.co.uk	Professional				\$106,124.51
22 Mission Microwave Technologies 9924 Norwalk Blvd Santa Fe Springs, CA 90670	Mission Microwave Technologies Attn: Christie Camacho Tel: 951-893-4925 Email: christie.camacho@missionmicrowave.com	AP Trade				\$102,501.24
23 Collabera Inc Attn: Accounts Receivable P.O. Box 19 Liberty Corner, NJ 07938-9800	Collabera Inc Attn: Nikul Parekh Tel: 973-889-5200 Email: nikul.parekh@collabera.com	Professional				\$84,179.50
24 Additional Contract Services Lockbox Dept CH14395 Palatine, IL 60055-4395	Additional Contract Services Attn: Joshua Urgent Tel: 781-685-3827 Email: joshua.urgent@entegee.com	Professional				\$64,969.26

Debtor name **OneWeb Global Limited, et al.**

Case No. (If known)

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25 Quanta Consulting LLC P.O. Box 86 Hanover, NH 03755	Quanta Consulting LLC Attn: Ryan Gardner Tel: 802-735-7546 Email: Ryan@1010Holdings.com	Professional				\$62,500.00
26 DHG Dixon Hughes Goodman P.O. Box 602828 Charlotte, NC 28260-2828	DHG Dixon Hughes Goodman Attn: Catherine DuBois Tel: 703-970-0400 Email: Catherine.DuBois@dhg.com	Professional				\$56,700.00
27 Euroconsult 86 Blvd de Sebastopol F- 75003 Paris France	Euroconsult Attn: Pacome Revillon Tel: +33 (0)1 49 23 75 09 Email: revillon@euroconsult-ec.com	AP Trade				\$52,269.12
28 Hawaii Pacific Teleport, LP P.O. Box 429 Makawao, HI 96768	Hawaii Pacific Teleport, LP Attn: Leeana Smith-Ryland Tel: 808-674-9157 Email: lsmith-ryland@hawaiiteleport.com	AP Trade				\$50,000.00
29 FutureAerospace Hainan Ltd 33 33 Hairun Rd, 1st Fl Sanya Tianya Hainan, B-A03 China	FutureAerospace Hainan Ltd Attn: Rita Zhang Tel: (010)82949816 Email: rita.zhang@futureaerospace.com	Professional				\$48,000.00
30 Emerging Markets Communications, LLC 1025 Connecticut Ave NW, Ste 1000 Washington, DC 20036	Emerging Markets Communications, LLC Attn: Mark Anastasio Tel: 202-331-7751 Email: mdanastasio@emcommunicate.com	Professional				\$40,000.00

ONEWEB LTD

OFFICER'S CERTIFICATE

March 27, 2020

The undersigned hereby certifies that he is a director of OneWeb Ltd, a company incorporated under the laws of Malta (the “**Company**”), and further certifies that attached hereto as **Exhibit A** is a true, complete, and correct copy of resolutions adopted by the shareholders of the Company (the “**Shareholders**”). Such resolutions were duly and validly passed by the Shareholders on March 27, 2020 in accordance with the articles of association of the Company and the laws of Malta. All such resolutions are in full force and effect on the date hereof in the form in which adopted, without amendment, modification, or revocation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this certificate as of the date first set forth above.

ONEWEB LTD

By: 
Name: Steven Fay
Title: Director

Exhibit A

Resolutions

**RESOLUTIONS OF THE
THE SHAREHOLDERS OF
ONEWEB LTD**

March 27, 2020

WHEREAS, the Company's board of directors (the "**Board**") has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical and current performance of the Company, the assets and prospects of the Company, the current and long-term liabilities of the Company, the market for the Company's assets, and credit market conditions, and fully considered the strategic alternatives available to the Company; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a reorganization case under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and

WHEREAS, the Board has determined that taking the actions set forth below are advisable and in the best interests of the Company and, therefore recommends that the Company's shareholders approve the resolutions set forth below.

RESOLUTIONS

NOW, THEREFORE, BE IT

I. Commencement of Chapter 11 Cases

RESOLVED, that, in the judgment of the shareholders of the Company, it is in the best interests of the Company, and would promote the maximisation of the value of the Company for the benefit of its members, that a voluntary petition (the "**Petition**") be filed with the Bankruptcy Court by the Company commencing a case (the "**Chapter 11 Case**") under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that any one of Adrian Steckel, Thomas Whayne, Steven Fay, Kathleen Guerere, any director of the Company, and any other officer of the Company specifically designated by the foregoing officers (each, an "**Authorized Person**"), in each case, acting singly or jointly, be, and each hereby is, authorized and empowered to execute and file in the name and on behalf of Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Authorized Person may determine; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists, motions, applications, and other papers and to take any and all

related actions that such Authorized Persons may deem necessary or proper in connection with the filing of the Petition and commencement of the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Authorized Person performing or executing the same shall approve, and the performance or execution thereof by such Authorized Person shall be conclusive evidence of the approval thereof by such Authorized Person and by the Company; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Authorized Persons, shall be necessary, proper and desirable to prosecute to a successful completion the Chapter 11 Case and to effectuate the restructuring, reorganization, sale or liquidation of the Company's assets, refinancing, restructuring or other transaction with respect to, its debt, other obligations, organizational form and structure or ownership of the Company, and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

II. Retention of Advisors

RESOLVED, that the law firm of Milbank LLP, located at 55 Hudson Yards, New York, NY 10001, is hereby retained as attorneys for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Guggenheim Securities, LLC, located at 330 Madison Avenue, New York, NY 100017, is hereby retained as investment banker for the Company Parties in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that FTI Consulting, Inc., located at 8251 Greensboro Drive, Suite 400, McLean, VA 22102, is hereby retained as financial advisor for the Company Parties in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Omni Agent Solutions, located at 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367, is hereby retained as claims, noticing and solicitation agent for the Company Parties in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

III. Debtor-In-Possession Financing and Use of Cash Collateral

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate for and obtain post-petition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities, and to execute and deliver agreements regarding the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements or other similar arrangements; and, in connection therewith, the Authorized Persons be, and each of them hereby is, authorized and empowered to execute appropriate loan agreements, guarantees, cash collateral agreements, and related ancillary documents;

IV. General Authorization and Ratification

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each Authorized Person (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon each Authorized Person (or, in the case of any document requiring execution as a deed, any two directors or any one director and the Company secretary or any director in the presence of a witness who attests to their signature) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to execute on behalf of the Company any and all such other agreements, agreements, deeds, consents, notices, applications, certificates, authorities, letters, instruments, undertakings or other documents, in each case as in the judgment of the person(s) executing the same on behalf of the Company, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that each shareholder of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the articles of association of the Company, or hereby waives any right to have received such notice; and it is further

RESOLVED, that all actions and transactions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any manager or Authorized Person of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby in all respects approved, adopted, ratified and confirmed in all respects as the true acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that these resolutions may be executed in several counterparts (including by facsimile or electronic means (including, without limitation, PDF)), each of which shall be deemed to be an original instrument.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
OneWeb Ltd,)	Case No. 20-____ (____)
)	
Debtor.)	
_____)	

LIST OF EQUITY HOLDERS

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having an equity ownership interest, in the above-captioned debtor in possession.

Debtor	Equity Holder	Address of Equity Holder	Percentage of Equity Held
OneWeb Ltd	OneWeb Network Access Holdings Limited	West Works Building 195 Wood Lane, London W12 7FQ, U.K.	99%
	Network Access Associates Limited	West Works Building 195 Wood Lane, London W12 7FQ, U.K.	1%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
OneWeb Ltd,)	Case No. 20-____ (___)
)	
Debtor.)	
_____)	

CORPORATE OWNERSHIP STATEMENT

OneWeb Ltd is 99% owned by affiliated debtor OneWeb Network Access Holdings Limited. OneWeb Network Access Holdings Limited is a wholly-owned subsidiary of affiliated debtor Network Access Associates Limited. Network Access Associates Limited is a wholly-owned subsidiary of affiliated debtor WorldVu Satellites Limited. WorldVu Satellites Limited is a wholly-owned subsidiary of affiliated debtor OneWeb Communications Limited, which is a wholly-owned subsidiary of affiliated debtor OneWeb Global Limited. Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of OneWeb Global Limited's equity interest:

Shareholders	Approximate Percentage of Shares Held
Softbank Group Corp.	37.41%
Qualcomm Global Trading Pte. Ltd.	15.93%
1110 Ventures, LLC	11.94%

Fill in this information to identify the case and this filing:

Debtor Name OneWeb Ltd
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/27/2020
MM / DD / YYYY

X

/s/ Steven Fay

Signature of individual signing on behalf of debtor

Steven Fay

Printed name

Authorized Signatory

Position or relationship to debtor